



BURLINGTON NORTHERN

LAW DEPARTMENT

RECORDATION NO.

11391-A
Filed 1425

OCT 21 1980 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

October 20, 1980

Agatha Mergenovich, Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Avenues, N. W.
Washington, DC 20423

No. *95A055*

Date OCT 21 1980

Fee \$ *10.00*

ICC Washington, D. C.

Dear Secretary Mergenovich:

Enclosed for filing, pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts of a Supplemental Agreement dated October 20, 1980, supplementing an equipment trust lease which together with an agreement constitutes Burlington Northern Equipment Trust of 1980, Series 1.

A general description of the equipment covered by the enclosed supplement is as follows: 26,000 Gallon General Purpose Tank Cars bearing road Nos. BN 875035-875064.

The equipment trust lease and agreement constituting the equipment trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned a recordation number as follows:

Burlington Northern Inc. Equipment Trust of 1980, Series 1	Date <u>Recorded</u> 1-21-80	Recordation <u>Number</u> 11391
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The names and addresses of the parties to the Supplemental Agreement are as follows:

First Trust Company of Saint Paul, 332 Minnesota Street, St. Paul, MN 55101

Burlington Northern Inc., Lessee, 176 East Fifth Street, St. Paul, MN 55101

FREE COPY
OCT 21 11 25 AM '80


C. H. Kunkel
Agatha Mergenovich

Interstate Commerce Commission
Page Two
October 20, 1980

Also enclosed is a check in the amount of \$10 payable to you as Secretary of the Commission covering \$10 cost of each re-cording of the attached Supplemental Agreement.

Please stamp one counterpart with the recordation data of the Commission and return it to the bearer of this letter, Mrs. Carolyn H. Kunkel, Kunkel Transportation Services, Inc., Pennsylvania Building, Suite 523, 425 - 13th Street, N. W., Washington, DC 20004.

Very truly yours,


James W. Becker
Assistant General Solicitor

JWB/s

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

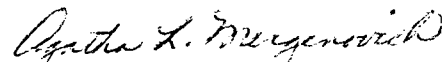
OFFICE OF THE SECRETARY

James W. Becker
Burlington Northern Inc.,
176 East Fifth Street
St. Paul, Minnesota 55101

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/21/80 at 11:35AM , and assigned re-recording number(s). 11391-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

Executed in 7 Counterparts of
which this is Counterpart No. 3

BURLINGTON NORTHERN INC.
EQUIPMENT TRUST OF 1980, SERIES

RECORDATION NO. 11391-A
OCT 21 1980-11:35 AM
INTERSTATE COMMERCE COMMISSION

Supplemental Agreement

AGREEMENT dated as of the 20th day of October, 1980
between FIRST TRUST COMPANY OF SAINT PAUL, a corporation duly
organized and existing under the laws of the State of Minnesota
(hereinafter called the "Trustee"), party of the first part,
and BURLINGTON NORTHERN INC., a corporation duly organized
and existing under the laws of the State of Delaware, (herein-
after called the "Company") party of the second part,

WHEREAS, by a certain Agreement dated as of February
1, 1980, executed by First Trust Company of Saint Paul, Trustee,
and the Company, there was established "Burlington Northern Inc.
Equipment Trust of 1980, Series 1"; and

WHEREAS, by the terms of the Lease contained in
Article IV of said Equipment Trust Agreement, between the
parties hereto, the Trustee did lease to the Company the rail-
road equipment described in SCHEDULE A to said Equipment Trust
Agreement; and

WHEREAS, after acquisition of the equipment described
in Schedule A to said Equipment Trust Agreement the Trustee

has on hand \$1,502,741.87 of Deposited Cash which, pursuant to the terms of said Equipment Trust Agreement, this Company desires to be used for the acquisition of additional railroad equipment.

WHEREAS, the parties desire to amend Schedule A to said Equipment Trust Agreement to add 30 26,000 Gallon General Purpose Tank Cars bearing road Nos. 875035-875064 having an estimated cost per unit of \$50,000 and totaling \$1,500,000.00 for 30 units.

WHEREAS, pursuant to the provisions of said Agreement, there is being transferred to the Trustee title to thirty (30) 26,000 Gallon General Purpose Tank Cars bearing Burlington Northern road Nos. BN 875035-875064, which are to be delivered to the Company as part of the equipment included in said Trust; and

WHEREAS, pursuant to said ARTICLE FOUR of said Equipment Trust Agreement, the parties desire to subject said 26,000 Gallon General Purpose Tank Cars to the terms and conditions of said Lease;

NOW, THEREFORE, it is agreed;

1. That Schedule A to said Equipment Trust Agreement is hereby amended to add 30 26,000 Gallon General Purpose Tank Cars.


2. That pursuant to the provisions of ARTICLES THREE AND FOUR of said Equipment Trust Agreement dated the 1st day of February, 1980, the Trustee has acquired, let and leased, and does hereby let and lease, to the Company said thirty (30) 26,000 Gallon General Purpose Tank Cars bearing Burlington Northern road Nos. 875035-875064 under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of February, 1980, and the Company does hereby agree to accept delivery and possession of said 26,000 Gallon General Purpose Tank Cars thereunder.

3. Said car Nos. BN 875035-875064 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Equipment Trust Agreement in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Equipment Trust Agreement, and shall be subject to all the terms and conditions of that said Equipment Trust Agreement.

4. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement dated February 1, 1980, the title to and ownership of said car Nos. BN 875035-875064 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.


IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed and their respective corporate names and their respective corporate seals to be affixed hereto and attested, as of the day and year first above written.

FIRST TRUST COMPANY OF SAINT PAUL


By 
Vice President

(SEAL)

ATTEST:

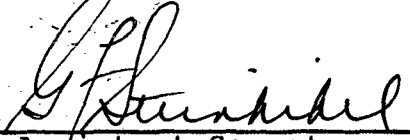

Assistant Secretary

BURLINGTON NORTHERN INC.

By 
Vice President and Treasurer

(SEAL)

ATTEST:

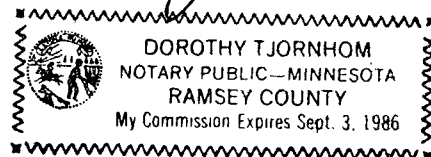

Assistant Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 20th day of October, 1980, before me personally appeared R. C. Burton, Jr., to me personally known, who being by me duly sworn, says that he is Vice President and Treasurer of Burlington Northern Inc.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Dorothy Tjornhom



STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 20th day of October, 1980 before me personally appeared, to me personally known, who being by me duly sworn, says that he is a Vice President of FIRST TRUST COMPANY OF SAINT PAUL, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Beverly M. Kroll

(SEAL)

